PERAC AUDIT REPORT







TABLE OF CONTENTS

Letter from the Executive Director	1
Explanation of Findings and Recommendations	3
Statement Of Ledger Assets And Liabilities	6
Statement Of Changes In Fund Balances	7
Statement Of Income	8
Statement Of Disbursements	9
Investment Income	10
Statement Of Allocation Of Investments Owned	11
Supplementary Investment Regulations	12
Notes to Financial Statements:	
Note 1 - The System	19
Note 2 - Significant Accounting Policies	20
Note 3 - Supplementary Membership Regulations	21
Note 4 - Administration Of The System	24
Note 5 - Actuarial Valuation And Assumptions	25
Note 6 - Membership Exhibit	26



COMMONWEALTH OF MASSACHUSETTS | PUBLIC EMPLOYEE RETIREMENT ADMINISTRATION COMMISSION

DOMENIC J. F. RUSSO, Chairman | A. JOSEPH DENUCCI, Vice Chairman KENNETH J. DONNELLY | JAMES M. MACHADO | DONALD R. MARQUIS | THOMAS TRIMARCO JOSEPH E. CONNARTON, Executive Director

October 23, 2006

The Public Employee Retirement Administration Commission has completed an examination of the Bristol County Retirement System pursuant to G.L. c. 32, s. 21. The examination covered the period from January 1, 2002 to December 31, 2004. This audit was conducted in accordance with the accounting and management standards established by the Public Employee Retirement Administration Commission in regulation 840 CMR 25.00. Additionally, all supplementary regulations approved by PERAC and on file at PERAC are listed in this report.

In our opinion, the financial records are being maintained and the management functions are being performed in conformity with the standards established by the Public Employee Retirement Administration Commission with the exception of those noted in the findings presented in this report.

In closing, I acknowledge the work of examiners Mary Dundas and Martin Feeney who conducted this examination and express appreciation to the Board of Retirement and staff for their courtesy and cooperation.

Sincerely,

Joseph E. Connarton **Executive Director**

Joseph E. Connactors





EXPLANATION OF FINDINGS AND RECOMMENDATIONS

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

1. Annuity Reserve Fund:

The 2003 Annuity Reserve Fund interest calculation was overstated by \$66,351.10. The 2004 Annuity Reserve Fund interest calculation was overstated by \$8,695.65, for a total of \$75,046.75 for the two-year period.

Recommendation:

An adjusting entry of \$75,046.75 is needed to correct the January 1, 2005 Annuity Reserve Fund beginning balance by the amount of excess interest recorded to the Annuity Reserve Fund for the years 2003 and 2004

The beginning balance for the Annuity Reserve Fund at January 1, 2005 should be \$30,854,824.46. The Director of Operations should ensure that this amount is used as the beginning balance when calculating the current year (2005) Annuity Reserve Fund interest.

Board Response:

The PERAC auditors observed that, in 2003, thirteen months of interest had been recorded in the transfer to the Annuity Reserve Fund, rather than the correct twelve months. This further reflected on the Annuity Reserve Fund calculation for 2004.

An adjusting entry for \$75,046.75 was recorded immediately, and our 2005 general ledger closing and Annual Statement reflected the correct balances.

2. Expenses:

Certain services performed for the Board are improperly classified in the general ledger. Expenses for insurance, furniture and fixtures, consultant fees, and service contracts have been recorded in the Administrative Expenses account.

Recommendation:

The Director of Operations should implement a procedure for reviewing expense postings to ensure proper account classification. The office staff should be provided with the names of vendors and their most frequent account classification.

Board Response:

The general ledger account postings are generated from a Budget/Expense Report requested by the Board in order that they may analyze the monthly budget and expenses in much greater detail than the general ledger accounts. In this transition from the detail report to the general ledger, certain posting errors have occurred.

In keeping with the audit recommendation, the vendor accounts on the Budget/Expense Report have now been itemized to reflect the "most frequent account classification".

EXPLANATION OF FINDINGS AND RECOMMENDATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

3. Refunds:

Several errors were found in the amount of interest refunded to members. This primarily involved incorrectly applying the two-year interest rule to refunds. In some cases, members were refunded an incorrect percentage of interest, based on their creditable service. Others resulted from insufficient responses as to whether the member's termination was voluntary or involuntary, which determines how much interest a member is refunded. This issue was also reported in the last audit.

Recommendation:

The Board should undertake a review of all refunds issued from 2002 to date, paying particular attention to the application of the two-year interest rule. Members who are owed additional interest should be refunded, and resolution of the other members' errors should be recorded in the minutes. Members' withdrawal applications must be completed in their entirety, so that no information is left open to question and accurate refunds can be issued.

Board Response:

The Board has instructed the staff to undertake a review of refunds for those individuals who may have been affected by the two-year interest rule. The staff recognizes the application of the two-year interest rule for those inactive individuals who ultimately request a refund. The former methodology used in calculating said interest was manual and very labor intensive, and minimal differences in refund amounts occurred. The calculation problem has been solved through the refund application of our new software provider, TACS Inc., after completion of the transition of all the members' historical detail records during 2004. We continue to verify all refund amounts on a monthly basis, and in particular monitor inactive member refunds.

The Bristol County Retirement Board requires completion of all information necessary on the Application for Withdrawal of Accumulated Total Deductions (refunds), as this subject was a finding on our last audit. The staff is required to investigate and reconcile any differences between statements by the member (employee) and the employer. Significant in these differences are the definitions by members of the terms "resigned" or "terminated".

The Board has instructed the staff to continue their due diligence in reconciling these differences and continue a good faith effort to arrive at a consistent application of these terms throughout all member units.

4. Minutes:

One Board member missed 29% of meetings held in 2005. An absentee rate of 25% or more is considered excessive.

Recommendation:

Attendance at Board meetings is an obligation that must be fulfilled by all Board members.

EXPLANATION OF FINDINGS AND RECOMMENDATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

Board Response:

The Chairman of the Bristol County Retirement System has reiterated to all Board members their elected/appointed responsibilities regarding their positions on the Bristol County Retirement Board. He asked that any meeting conflicts regarding attendance be identified as soon as possible, so that an attempt can be made to reschedule in order to ensure full attendance.

Final Determination:

PERAC auditors will follow up in six (6) months to ensure that the appropriate actions have been taken regarding all findings.

STATEMENT OF LEDGER ASSETS AND LIABILITIES

	FOR THE PERIOD ENDING DECEMBER 31,						
ASSETS	2004	2003	2002				
Cash	\$11,002,283	\$9,955,829	\$6,981,832				
Short Term Investments	0	0	0				
Fixed Income Securities	41,159,280	39,543,641	38,577,503				
Equities	103,649,870	85,088,712	47,967,516				
Pooled Short Term Funds	0	0	0				
Pooled Domestic Equity Funds	47,832,973	39,475,526	41,476,529				
Pooled International Equity Funds	52,213,126	55,966,146	38,009,565				
Pooled Global Equity Funds	0	0	0				
Pooled Domestic Fixed Income Funds	38,736,211	37,160,314	36,352,481				
Pooled International Fixed Income Funds	12,498,545	11,560,660	11,906,197				
Pooled Global Fixed Income Funds	0	0	0				
Pooled Alternative Investment Funds	8,681,190	7,258,463	7,316,845				
Pooled Real Estate Funds	11,802,745	13,531,542	13,438,806				
Pooled Domestic Balanced Funds	0	0	0				
Pooled International Balanced Funds	0	0	0				
Interest Due and Accrued	495,606	557,244	677,483				
Accounts Receivable	1,302,616	882,187	908,146				
Accounts Payable	(397,818)	(374,891)	(359,857)				
TOTAL	\$328,976,626	\$ <u>300,605,373</u>	\$243,253,047				
FUND BALANCES							
Annuity Savings Fund	\$101,940,266	\$97,536,321	\$92,809,576				
Annuity Reserve Fund	30,929,871	27,367,443	22,974,399				
Pension Fund	15,291,412	20,899,425	25,492,646				
Military Service Fund	22,541	7,537	7,462				
Expense Fund	0	0	0				
Pension Reserve Fund	180,792,536	154,794,647	101,968,963				
TOTAL	\$328,976,626	\$ <u>300,605,373</u>	\$ <u>243,253,047</u>				

STATEMENT OF CHANGES IN FUND BALANCES

	Annuity Savings Fund	Annuity Reserve Fund	Pension Fund	Military Service Fund	Expense Fund	Pension Reserve Fund	Total All Funds
Beginning Balance (2002)	\$86,382,876	\$21,253,653	\$27,771,986	\$7,359	\$0	\$132,298,230	\$267,714,104
Receipts	11,893,020	646,293	15,403,853	103	2,359,597	(30,328,127)	(25,261)
Interfund Transfers	(3,748,203)	3,749,765	(424)	0	0	(1,139)	0
Disbursements	(<u>1,718,118</u>)	(2,675,312)	(17,682,769)	<u>0</u>	(2,359,597)	<u>0</u>	(<u>24,435,796</u>)
Ending Balance (2002)	\$ <u>92,809,576</u>	\$ <u>22,974,399</u>	\$ <u>25,492,646</u>	\$ <u>7,462</u>	\$ <u>0</u>	\$ <u>101,968,963</u>	\$ <u>243,253,047</u>
Receipts	12,763,905	827,002	16,897,335	75	2,289,310	52,829,483	85,607,109
Interfund Transfers	(6,705,272)	6,721,091	(12,021)	0	0	(3,799)	0
Disbursements	(<u>1,331,888</u>)	(3,155,049)	(21,478,536)	<u>0</u>	(2,289,310)	<u>0</u>	(28,254,783)
Ending Balance (2003)	\$ <u>97,536,321</u>	\$ <u>27,367,443</u>	\$ <u>20,899,425</u>	\$ <u>7,537</u>	\$ <u>0</u>	\$ <u>154,794,647</u>	\$ <u>300,605,373</u>
Receipts	12,735,745	880,381	19,163,650	11,972	2,623,898	25,997,888	61,413,535
Interfund Transfers	(6,328,183)	6,314,090	11,060	3,032	0	0	0
Disbursements	(2,003,617)	(3,632,043)	(24,782,723)	<u>0</u>	(2,623,898)	<u>0</u>	(33,042,282)
Ending Balance (2004)	\$ <u>101,940,266</u>	\$ <u>30,929,871</u>	\$ <u>15,291,412</u>	\$ <u>22,541</u>	\$ <u>0</u>	\$ <u>180,792,536</u>	\$ <u>328,976,626</u>

STATEMENT OF RECEIPTS

	FOR THE PERIOD ENDING DECEMBER 31,					
	2004 2003 2002					
Annuity Savings Fund:		_000	_00_			
Members Deductions	\$10,931,122	\$10,594,259	\$10,253,171			
Transfers from other Systems	842,768	904,547	156,550			
Member Make Up Payments and Redeposits	375,021	310,920	295,804			
Member Payments from Rollovers	33,862	80,966	18,693			
Investment Income Credited to Member Accounts	552,972	873,213	1,168,803			
Sub Total		12,763,905	11,893,020			
Annuity Reserve Fund:						
Investment Income Credited Annuity Reserve Fund	880,381	827,002	646,293			
investment income created Admitty Reserve Fund	000,501	021,002	0+0,2/3			
Pension Fund:						
3 (8) (c) Reimbursements from Other Systems	515,333	438,231	215,565			
Received from Commonwealth for COLA and Survivo		450,251	213,303			
Benefits	899,000	786,071	1,276,296			
Pension Fund Appropriation	17,749,317	15,673,033	13,911,992			
Sub Total		16,897,335	15,403,853			
	17,103,030	10,077,333	13,403,633			
Military Service Fund:						
Contribution Received from Municipality on Account	11,909	0	0			
of Military Service Investment Income Credited Military Service Fund	63	0 75	0 103			
Sub Total		$\frac{75}{75}$	103			
	11,972	<u>13</u>	103			
Expense Fund:	0	0	0			
Expense Fund Appropriation	2 (22 202	2 220 210	2 250 507			
Investment Income Credited to Expense Fund	2,623,898	2,289,310	2,359,597			
Sub Total	2,623,898	2,289,310	2,359,597			
D						
Pension Reserve Fund:	54.200	EA 926	21 666			
Federal Grant Reimbursement	54,200	54,836	31,666			
Pension Reserve Appropriation	16.820	0 700	22.005			
Interest Not Refunded Miscellaneous Income	16,820	8,798	22,005			
	1,853	16 52.765.822	964			
Excess Investment Income	25,925,015	52,765,833	(30,382,762)			
Sub Total	25,997,888	52,829,483	(30,328,127)			
TOTAL RECEIPTS	§ \$ <u>61,413,535</u>	\$ <u>85,607,109</u>	(<u>\$25,261</u>)			

STATEMENT OF DISBURSEMENTS

			E1 (DED 44
		OD ENDING DEC	,
Annuity Savings Fund:	2004	2003	2002
Refunds to Members	\$1,050,047	\$775,549	\$1,055,691
Transfers to other Systems	953,570	556,339	662,428
Sub Total	<u>2,003,617</u>	<u>1,331,888</u>	<u>1,718,118</u>
Annuity Reserve Fund:			
Annuities Paid	3,437,070	3,057,636	2,622,632
Option B Refunds	194,973	97,413	52,679
Sub Total	3,632,043	3,155,049	2,675,312
Pension Fund:			
Pensions Paid			
Regular Pension Payments	16,228,237	14,351,867	12,504,468
Survivorship Payments	1,309,579	1,300,669	463,787
Ordinary Disability Payments	338,053	355,833	432,049
Accidental Disability Payments	4,002,682	3,570,789	3,319,834
Accidental Death Payments	319,913	314,043	492,191
Section 101 Benefits	214,023	192,775	183,419
3 (8) (c) Reimbursements to Other Systems	2,370,236	1,392,560	287,022
State Reimbursable COLA's Paid	0	0	0
Chapter 389 Beneficiary Increase Paid	0	0	0
Sub Total	24,782,723	21,478,536	17,682,769
Military Service Fund:			
Return to Municipality for Members Who			
Withdrew Their Funds	<u>0</u>	<u>0</u>	<u>0</u>
Expense Fund:			
Board Member Stipend	15,000	15,103	15,087
Salaries	258,209	253,617	244,701
Management Fees	1,430,754	1,381,173	1,431,814
Custodial Fees	236,049	200,814	174,925
Consultant Fees	100,000	100,000	100,000
Legal Expenses	361,239	132,782	127,107
Medical Expenses	0	0	0
Fiduciary Insurance	26,515	15,729	8,581
Service Contracts	13,136	1,077	22,755
Rent Expense	0	0	0
Administrative Expenses	178,123	170,590	169,253
Furniture and Equipment	0	5,417	49,566
Travel Expenses	<u>4,872</u>	13,009	15,809
Sub Total		2,289,310	2,359,597
TOTAL DISBURSEMENTS	\$ <u>33,042,282</u>	\$ <u>28,254,783</u>	\$ <u>24,435,796</u>

INVESTMENT INCOME

	FOR THE PERIOD ENDING DECEMBER 31,					
	2004 2003 2002					
Investment Income Received From:	2004	2003	2002			
Cash	\$132,344	\$46,442	\$70,576			
Short Term Investments	0	0	0			
Fixed Income	2,693,090	2,598,056	2,499,376			
Equities	1,245,024	867,152	726,659			
Pooled or Mutual Funds	3,238,661	2,990,380	3,202,649			
Commission Recapture	19,441	23,371	0			
TOTAL INVESTMENT INCOME		6,525,401	6,499,260			
Plus:						
Increase in Amortization of Fixed Income Securities	0	0	0			
Realized Gains	11,027,260	9,960,981	4,338,010			
Unrealized Gains	36,045,320	59,478,830	23,249,391			
Interest Due and Accrued on Fixed Income Securities -						
Current Year	495,606	557,244	<u>677,483</u>			
Sub Total	47,568,186	69,997,056	28,264,885			
Less:						
Decrease in Amortization of Fixed Income Securities	0	0	0			
Paid Accrued Interest on Fixed Income Securities	380,763	404,180	199,446			
Realized Loss	9,164,848	12,574,585	20,554,684			
Unrealized Loss	14,811,561	6,110,776	39,637,457			
Interest Due and Accrued on Fixed Income Securities -						
Prior Year	557,244	677,483	<u>580,523</u>			
Sub Total	24,914,416	19,767,024	60,972,110			
NET INVESTMENT INCOME	29,982,329	56,755,432	$(\underline{26,207,966})$			
Income Required:						
Annuity Savings Fund	552,972	873,213	1,168,803			
Annuity Reserve Fund	880,381	827,002	646,293			
Military Service Fund	63	75	103			
Expense Fund	2,623,898	2,289,310	<u>2,359,597</u>			
TOTAL INCOME REQUIRED	4,057,315	3,989,599	<u>4,174,796</u>			
Net Investment Income	29,982,329	56,755,432	(26,207,966)			
Less: Total Income Required	4,057,315	3,989,599	<u>(20,207,300)</u> 4,174,796			
EXCESS INCOME TO THE PENSION		<u>5,767,577</u>	1,1/1,//U			
RESERVE FUND		\$ <u>52,765,833</u>	(\$30,382,762)			

BRISTOL COUNTY RETIREMENT SYSTEM

STATEMENT OF ALLOCATION OF INVESTMENTS OWNED

(percentages by category)

FOR THE PERIOD ENDING DECEMBER 31, 2004

	MARKET VALUE	PERCENTAGE OF TOTAL ASSETS	PERCENTAGE ALLOWED*
Cash	\$11,002,283	3.36%	100
Short Term	0	0.00%	100
Fixed Income	41,159,280	12.56%	20 - 80*
Equities	103,649,870	31.64%	60**
Pooled Short Term Funds	0	0.00%	
Pooled Domestic Equity Funds	47,832,973	14.60%	60**
Pooled International Equity Funds	52,213,126	15.94%	60**
Pooled Global Equity Funds	0	0.00%	
Pooled Domestic Fixed Income Funds	38,736,211	11.83%	20 - 80*
Pooled International Fixed Income Funds	12,498,545	3.82%	20 - 80*
Pooled Global Fixed Income Funds	0	0.00%	
Pooled Alternative Investment Funds	8,681,190	2.65%	3 - 5
Pooled Real Estate Funds	11,802,745	3.60%	5
PRIT Cash Fund	0	0.00%	
PRIT Core Fund	<u>0</u>	0.00%	100
GRAND TOTALS	\$327,576,223	<u>100.00</u> %	
* Total of all fixed income investments			
** Total of all equity investments			

For the year ending December 31, 2004, the rate of return for the investments of the Bristol County Retirement System was 10.05%. For the five-year period ending December 31, 2004, the rate of return for the investments of the Bristol County Retirement System averaged 4.13%. For the twenty-year period ending December 31, 2004, since PERAC began evaluating the returns of the retirement systems, the rate of return of the investments of the Bristol County Retirement System was 10.29%.

SUPPLEMENTARY INVESTMENT REGULATIONS

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

The **Bristol County** Retirement System submitted the following supplementary investment regulations, which were approved by PERAC on:

December 21, 1987

20.04 (6) American Depository Receipts listed on a United States stock exchange or traded over the counter in the United States, provided that any such investments not exceed 5% of the total book value of equity investments.

February 23, 1989

- (1) Real estate investments shall not exceed 5% of the total book value of the portfolio at the time of purchase and shall consist of real estate separate accounts, provided that:
 - (a) the Board does not participate in the selection of separate account management and should the Board be required to participate in the selection of management, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action, and
 - (b) separate account management retains authority in the decision making process, and
 - (c) should an investment in a separate account result in the direct ownership of real estate or mortgage indebtedness, such shall be permitted only until such time as divestiture of said separate account is prudent.

February 23, 1989

- 20.04(1) United States based corporations and equities of foreign corporations.
- 20.07(5) Equity investments shall be made only in securities listed on a United States Stock Exchange, traded over the counter in the United States, or listed and traded on the exchanges of the following countries: Japan, United Kingdom, West Germany, Switzerland, Italy, Netherlands, Spain, France, Singapore/Malaysia, Sweden, Belgium, Australia.
- 20.08(e) Cash or cash equivalent investments may be made in the foreign currencies of the countries listed in 20.07(5), however, foreign currency speculation is prohibited.

February 25, 1992

- 20.06(8) Purchases and sales of fixed income investments with maturities exceeding one year shall not exceed 200% of the market value of all fixed income obligations in any twelve month period, excluding cash and short term obligations.
- 20.07(6) Purchases and sales of equity investments shall not exceed 100% of the average market value of all equity holdings in any twelve-month period.

SUPPLEMENTARY INVESTMENT REGULATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

February 25, 1992 (continued)

20.04(6) Equities of non-United States based companies provided such securities are denominated in United States currency, are listed on a United Stock exchange or traded over the counter in the United States and provided further that the total of such securities not exceed 10% of the market value of the portfolio.

August 31, 1995

20.03(1) Equity investments shall not exceed 60% of the total book value of the portfolio at the time of purchase.

September 14, 1995

20.03(2) At least 20% but no more than 80% of the total portfolio valued at market shall consist of fixed income investments with a maturity of more than one year including Yankee Bonds and Eurobonds which shall be limited to 12% of the total fixed income portfolio valued at market.

September 26, 1996 (New England Group Fund II, L.P.)

- 20.09(1) Venture capital investments shall not exceed 3% of the total market value of the portfolio at the time of the investment provided that in any system with assets in excess of nineteen million dollars, venture capital investments may be made up to an amount equal to 5% of the total market value of the portfolio at the time of investment, shall be considered a separate asset class, and provided further that:
 - (a) the board does not participate in the selection of the personnel responsible for making venture capital investments or otherwise exercise discretion in business affairs and should this be required, prior to any participation by the board, the board shall consult with PERA to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and
 - (c) should an investment in venture capital result in the direct ownership of securities, such shall be permitted only until such time as divestiture is prudent.
- 20.09(2) Venture capital investments shall only be made in venture capital funds operated by venture capital firms having their principal places of business in the United States.

SUPPLEMENTARY INVESTMENT REGULATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

September 26, 1996 (Metric Growth & Income Fund)

20.07(9) Commingled real estate shall not exceed 5% of the total book value of the portfolio at the time of purchase provided that:

- (a) the retirement board does not participate in the selection of personnel responsible for making real estate investments and should this be required, prior to any participation by the board, the board shall consult with PERA to determine the appropriate course of action;
- (b) such personnel retain authority in the decision making process, and
- (c) should an investment in real estate result in the direct ownership of real estate or mortgage indebtedness, such shall be permitted only until such time as divestiture is prudent.

November 6, 1996 (UNC Capital, L.P.)

- 20.09(1) Venture capital investments shall not exceed 3% of the total market value of the portfolio at the time of the investment provided that in any system with assets in excess of nineteen million dollars, venture capital investments may be made up to an amount equal to 5% of the total market value of the portfolio at the time of investment, shall be considered a separate asset class, and provided further that:
 - (a) the board does not participate in the selection of the personnel responsible for making venture capital investments or otherwise exercise discretion in business affairs and should this be required, prior to any participation by the board, the board shall consult with PERA to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and
 - (c) should an investment in venture capital result in the direct ownership of securities, such shall be permitted only until such time as divestiture is prudent.

December 13, 1996

- 20.07(9) Commingled real estate shall not exceed 5% of the total book value of the portfolio at the time of purchase including investments in Hancock Fores Tree IV L.P. which shall be limited to total investments of \$2,000,000 provided that:
 - (a) the retirement board does not participate in the selection of personnel responsible for making real estate investments and should this be required, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and
 - (c) should an investment in real estate result in the direct ownership of real estate or mortgage indebtedness, such shall be permitted only until such time as divestiture is prudent.

SUPPLEMENTARY INVESTMENT REGULATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

May 7, 1997 (Charles River Partnership VIII)

- 20.09(1) Venture capital investments shall not exceed 3% of the total market value of the portfolio at the time of the investment provided that in any system with assets in excess of nineteen million dollars, venture capital investments may be made up to an amount equal to 5% of the total market value of the portfolio at the time of investment, shall be considered a separate asset class, and provided further that:
 - (a) the board does not participate in the selection of the personnel responsible for making venture capital investments or otherwise exercise discretion in business affairs and should this be required, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and
 - (c) should an investment in venture capital result in the direct ownership of securities, such shall be permitted only until such time as divestiture is prudent.

August 13, 1997 (SSR Apartment Fund, L.P.)

- 20.07(9) Commingled real estate shall not exceed 5% of the total book value of the portfolio at the time of purchase including investments in Hancock ForesTree IV L.P. which shall be limited to total investments of \$2,000,000 provided that:
 - (a) the retirement board does not participate in the selection of personnel responsible for making real estate investments and should this be required, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and
 - (c) should an investment in real estate result in the direct ownership of real estate or mortgage indebtedness, such shall be permitted only until such time as divestiture is prudent.

March 6, 1998 (Morgan Grenfell Global Bond Fund)

20.03(2) At least 20% but no more than 80% of the total portfolio valued at market shall consist of fixed income investments with a maturity of more than one year, including international fixed income investments which shall not exceed 5% of the portfolio valued at market.

SUPPLEMENTARY INVESTMENT REGULATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

March 6, 1998 (Phoenix Real Estate Advisors)

- 20.07(9) Commingled real estate shall not exceed 5% of the total book value of the portfolio at the time of purchase including investments in Hancock ForesTree IV L.P. which shall be limited to total investments of \$2,000,000 provided that:
 - (a) the retirement board does not participate in the selection of personnel responsible for making real estate investments and should this be required, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and (c) should an investment in real estate result in the direct ownership of real estate or mortgage indebtedness, such shall be permitted only until such time as divestiture is prudent.

May 14, 1998 (L&B Real Estate Counsel)

- 20.07(9) Commingled real estate shall not exceed 5% of the total book value of the portfolio at the time of purchase including investments in Hancock ForesTree IV L.P. which shall be limited to total investments of \$2,000,000 provided that:
 - (a) the retirement board does not participate in the selection of personnel responsible for making real estate investments and should this be required, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and (c) should an investment in real estate result in the direct ownership of real estate or mortgage indebtedness, such shall be permitted only until such time as divestiture is prudent.

SUPPLEMENTARY INVESTMENT REGULATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

May 27, 1998 (Senior Tour Players Fund I)

- 20.09(1) Venture capital investments shall not exceed 3% of the total market value of the portfolio at the time of the investment provided that in any system with assets in excess of nineteen million dollars, venture capital investments may be made up to an amount equal to 5% of the total market value of the portfolio at the time of investment, shall be considered a separate asset class, and provided further that:
 - (a) the board does not participate in the selection of the personnel responsible for making venture capital investments or otherwise exercise discretion in business affairs and should this be required, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action;
 - (b) such personnel retain authority in the decision making process, and
 - (c) should an investment in venture capital result in the direct ownership of securities, such shall be permitted only until such time as divestiture is prudent.
- 20.09(2) Venture capital investments shall only be made in venture capital funds operated by venture capital firms having their principal places of business in the United States, Europe, or Asia.
- 20.09(3) All venture capital investment shall be made in companies which have their principal places of business in the United States, Europe, or Asia.

June 10, 1998 (DN Partners, L.P.)

21.01(8) Collateral loans including leveraged buyouts other than as follows:

Leveraged buyout investments shall not exceed 3% of the portfolio valued at market and shall consist of a leveraged buyout limited partnership, provided that:

- (a) limited partners do not participate in the selection of general partners and should a limited partner be required to participate in the selection of a general partner, prior to any participation by the board, the board shall consult with PERAC to determine the appropriate course of action, and
- (b) the general partners retain authority in the decision making process.

SUPPLEMENTARY INVESTMENT REGULATIONS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

October 27, 1998

19.01(7)(a)

(6)

The range of fees that are considered tolerable, provided, however, that in no event shall a Board retain a qualified investment manager whose fee is based on a percentage of committed capital, provided, however, that such a fee may be paid for one year after the partnership commences operations, and provided further, that such a fee is paid by all investors;

19.01(7)(a)

(6a)

The board, however, may retain Charles River Partnership IX and pay compensation according to the fee schedule submitted to PERAC provided that such a fee is paid by all investors.

December 28, 1999

16.08

In accordance with PERAC Investment Guideline 99-3, the Bristol County Retirement Board may invest in Charles River Partnership X. The Board has been an investor in Charles River Partnerships VII, VIII, and IX and has submitted information on those investments as well as other required documents.

May 7, 2001

16.08

In accordance with PERAC Investment Guideline 99-3, the Bristol County Retirement Board may invest in Charles River Partnership XI. The Board has been an investor in Charles River Partnerships VII, VIII, IX, and X and has submitted information on those investments as well as other required documents.

June 21, 2001

21.01(3)

The Bristol County Retirement System may utilize forward foreign exchange contracts with a gross value up to 60% of the international equity portfolio managed by Arrowstreet Capital, L.P. The purpose of these contracts is not to take or increase risk but to reduce risk by assuring that the portfolio's currency position is in line with the MSCI-EAFE benchmarks. To offset the effect of equity holdings that may be higher or lower than the country percentage represented in the benchmark, offsetting long and short positions in foreign currency contracts will be used to bring the portfolio's currency composition in line with the benchmark.

NOTES TO FINANCIAL STATEMENTS

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

NOTE 1 - THE SYSTEM

The plan is a contributory defined benefit plan covering all Bristol County Retirement System member unit employees deemed eligible by the retirement board, with the exception of school department employees who serve in a teaching capacity. The Teachers' Retirement Board administers the pensions of such school employees.

Instituted in 1937, the System is a member of the Massachusetts Contributory Retirement System and is governed by Chapter 32 of the Massachusetts General Laws. Membership in the plan is mandatory immediately upon the commencement of employment for all permanent, full-time employees.

The system provides for retirement allowance benefits up to a maximum of 80% of a member's highest three-year average annual rate of regular compensation. Benefit payments are based upon a member's age, length of creditable service, level of compensation, and group classification.

Members become vested after ten years of creditable service. A superannuation retirement allowance may be received upon the completion of twenty years of service or upon reaching the age of 55 with ten years of service. Normal retirement for most employees occurs at age 65 (for certain hazardous duty and public safety positions, normal retirement is at age 55).

A retirement allowance consists of two parts: an annuity and a pension. A member's accumulated total deductions and a portion of the interest they generate constitute the annuity. The differential between the total retirement benefit and the annuity is the pension. The average retirement benefit is approximately 75 - 85% pension and 15 - 25% annuity.

Active members contribute either 5, 7, 8, or 9% of their gross regular compensation. Members joining the retirement system after January 1, 1979 must contribute an additional 2% on regular compensation earned at a rate in excess of \$30,000. The percentage rate is keyed to the date upon which an employee's membership commences. These deductions are deposited in the Annuity Savings Fund and earn interest at a rate determined by the Executive Director of PERAC according to statute. When a member's retirement becomes effective, his/her deductions and related interest are transferred to the Annuity Reserve Fund. Any cost-of-living adjustment granted between 1981 and 1997 and any increase in other benefits imposed by state law during that period are borne by the state.

The pension portion of any retirement benefit is paid from the Pension Fund of the System. The governmental unit employing the member must annually appropriate and contribute the amount of current year pension payments as indicated on the most recent funding schedule as approved by PERAC's Actuary. Until recently, retirement systems were paying only the actual retirement benefits that were due each year.

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

Systems had no statutory authorization to put aside any money for the future benefits of employees who are now working. Large unfunded liabilities resulted from operating upon this pay-as-you-go basis. In 1977, legislation authorized local governments to appropriate funds to meet future pension obligations.

In 1983, additional legislation was passed requiring the transfer of investment earnings (in excess of the amount credited to member accounts) into the Pension Reserve Fund. These initiatives have significantly reduced the rate of growth of the retirement systems' unfunded liabilities, and in some systems have actually eliminated such liability.

Administrative expenses are funded through investment income of the system.

Members who become permanently and totally disabled for further duty may be eligible to receive a disability retirement allowance. The amount of benefits to be received in such cases is dependent upon several factors including: whether or not the disability is work related, the member's age, years of creditable service, level of compensation, veteran's status, and group classification.

Employees who resign from service and who are not eligible to receive a retirement allowance or are under the age of 55 are entitled to request a refund of their accumulated total deductions. In addition, depending upon the number of years of creditable service, such employees are entitled to receive either zero (0%) percent, fifty (50%) percent, or one hundred (100%) percent of the regular interest which has accrued upon those deductions. Survivor benefits are extended to eligible beneficiaries of members whose death occurs prior to or following retirement.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

The accounting records of the System are maintained on a calendar year basis in accordance with the standards and procedures established by the Executive Director of Public Employee Retirement Administration Commission.

The Annuity Savings Fund is the fund in which members' contributions are deposited. Active members contribute either 5, 7, 8, or 9% of their gross regular compensation. Voluntary contributions, redeposits, and transfers to and from other systems, are also accounted for in this fund. Members' contributions to the fund earn interest at a rate determined by PERAC. Interest for some members who withdraw with less than ten years of service is transferred to the Pension Reserve Fund. Upon retirement, members' contributions and interest are transferred to the Annuity Reserve Fund. Dormant account balances must be transferred to the Pension Reserve Fund after a period of ten years of inactivity.

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

The <u>Annuity Reserve Fund</u> is the fund to which a member's account is transferred upon retirement from the Annuity Savings Fund and Special Military Service Credit Fund. The annuity portion of the retirement allowance is paid from this fund. Interest is credited monthly to this fund at the rate of 3% annually on the previous month's balance.

The <u>Special Military Service Credit Fund</u> contains contributions and interest for members while on a military leave for service in the Armed Forces who will receive creditable service for the period of that leave.

The Expense Fund contains amounts transferred from investment income for the purposes of administering the retirement system.

The <u>Pension Fund</u> contains the amounts appropriated by the governmental units as established by PERAC to pay the pension portion of each retirement allowance.

The <u>Pension Reserve Fund</u> contains amounts appropriated by the governmental units for the purposes of funding future retirement benefits. Any profit or loss realized on the sale or maturity of any investment or on the unrealized gain of a market valued investment as of the valuation date is credited to the Pension Reserve Fund. Additionally, any investment income in excess of the amount required to credit interest to the Annuity Savings Fund, Annuity Reserve Fund, and Special Military Service Credit Fund is credited to this Reserve account.

The <u>Investment Income Account</u> is credited with all income derived from interest and dividends of invested funds. At year-end the interest credited to the Annuity Savings Fund, Annuity Reserve Fund, Expense Fund, and Special Military Service Credit Fund is distributed from this account and the remaining balance is transferred to the Pension Reserve Fund.

NOTE 3 - SUPPLEMENTARY MEMBERSHIP REGULATIONS

The Bristol County Retirement System submitted the following supplementary membership regulations, which were approved by PERAC on:

December 12, 1984

Creditable Service for Call Firefighters and Reserve Police Officers shall be granted according to the following rules:

a) Service prior to March 1, 1964, shall be credited at the rate of one (1) month for every full year of service.

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

NOTE 3 - SUPPLEMENTARY MEMBERSHIP REGULATIONS (continued)

December 12, 1984 (continued)

b) Service subsequent to March 1, 1964, shall be credited at the rate of five (5) years maximum for any length of service, provided the recipient was later appointed as a permanent member of the police or fire department.

Part-time employees must become members of the Bristol County Retirement System provided the employee works twenty (20) hours per week.

February 17, 1998

REGARDING THE PURCHASE OF CREDITABLE SERVICE PURSUANT TO

M.G.L. CH. 32, SEC. 4(1)(h) AS AMENDED BY CHAPTER 71 OF THE ACTS OF 1996

Except as expressly provided in these regulations, no member of the Bristol County Retirement system ("System") shall be eligible to receive credit for active service rendered in the armed forces of the United States. Unless otherwise defined, all words and phrases are to have the same meaning as provided in M.G.L. Ch. 32.

- 1. <u>Eligibility</u>. The individual seeking to purchase past service rendered pursuant to M.G.L. Ch. 32, Sec. 4 (1)(h), as amended by Chapter 71 of the Acts of 1996, must be (1) a member in service of the System; (2) a veteran as defined in M.G.L. Ch. 32, Sec 1; and (3) have completed at least ten years of service. Upon having satisfied this criteria, the member must, within 180 days of receiving notification from the Bristol County Retirement Board ("Board") of his eligibility, make application to the Board to purchase past active service rendered in the armed forces of the United States.
- 2. <u>Limitation of Creditable Service</u>. Once the member has satisfied the eligibility criteria as set forth in paragraph 1, the member may purchase not more than four years of past active service rendered, provided that creditable service shall not be allowed for any period of active service for which the member has already received credit pursuant to M.G.L. Ch. 32, Sec. 4 (1)(h).
 - 2. <u>Terms and Conditions</u>. To receive credit for said service, the member must remit to the annuity savings fund of the System, for each year of creditable service sought, an amount equal to 10% of the regular annual compensation of the member when said member entered the retirement system. Any member who remits the amount due in full as established by the Board within the aforementioned 180 day period will not be charged interest. If full payment is not remitted within the aforementioned 180 day period, annual interest will accrue on any outstanding balance. The Board will establish the annual interest rate for the present year no later than January 31st in each calendar year. Payment to the Board for said purchase shall be made in one lump-sum.

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

NOTE 3 - SUPPLEMENTARY MEMBERSHIP REGULATIONS (continued)

February 17, 1998 (continued)

- 3. <u>Terms and Conditions (continued).</u> Any eligible spouse who has rights pursuant to M.G.L. Ch. 32, Sec. 12 (2)(d) may, within ninety (90) days from the date that the Board mailed notice regarding the right of election to the spouse, make any make-up payments which at the time of death the member had a right to make for the purpose of obtaining credit pursuant to M.G.L. Ch. 32, Sec. 4(1)(h), as amended by Chapter 71 of the Acts of 1996.
- 4. <u>Notice of Decision; Appeal</u>. If the Board decides to deny a member or a member's spouse request to purchase past active service rendered in the armed forces of the United States as contemplated by M.G.L. Ch. 32, Sec 4(1)(h), as amended by Chapter 71 of the Acts of 1996, notice shall be sent to said member or member's spouse. The right to appeal the Board's decision pursuant to M.G.L. Ch. 32, Sec. 16(4) shall be included with said denial.

November 22, 2002

The Board has adopted Travel Supplemental Regulations under the provisions of M.G.L. c.7, § 50 and M.G.L. c.32, § 21(4). (Regulation available upon written request)

May 28, 2003

Upon becoming a member of the Bristol County Retirement System, said member may purchase any past service as a part-time, provisional, temporary, temporary provisional, seasonal or intermittent employee of Bristol County or any of its member units, provided that the member remits to the Board the appropriate amount of contributions that would have been withheld, together with regular interest, had he or she been a member of the Retirement System at the time service was rendered.

It shall be the sole responsibility of the member to obtain, and provide to the Board, verification of this past service rendered, including but not limited to payroll records indicating the amount of compensation received and the amount of hours worked. In the event that any or all of such original documentation is unavailable, the Board may exercise its discretion pursuant to M.G.L. c. 32, sec. 20(5)(c)(1), on a case by case basis, to accept alternative documentation to verify said service.

For members who purchase such past service rendered as a part-time, provisional, temporary, temporary provisional, seasonal or intermittent employee of Bristol County or any of its member units, creditable service shall be prorated and calculated based on 1040 hours of compensated employment in the aggregate being equivalent to one (1) year of creditable service. Members shall be credited with full months and full years of past service rendered and purchased.

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

NOTE 4 - ADMINISTRATION OF THE SYSTEM

The System is administered by a five person Board of Retirement consisting of the County Treasurer who shall be a member ex officio, a second member appointed by the governing authority, a third and fourth member who shall be elected by the members in or retired from the service of such system, and a fifth member appointed by the other four board members.

Ex officio Member: Kevin Finnerty

Appointed Member: Edmund Lima Term Expires: 12/31/05

Elected Member: William Downey Term Expires: 12/31/07

Elected Member: Stephen Rivard Term Expires: 1/6/06

Appointed Member: Christopher Saunders Term Expires: 3/29/07

The Board members are required to meet at least once a month. The Board must keep a record of all of its proceedings. The Board must annually submit to the appropriate authority an estimate of the expenses of administration and cost of operation of the system. The board must annually file a financial statement of condition for the system with the Executive Director of PERAC.

The investment of the system's funds is the responsibility of the Board. All retirement allowances must be approved by the Retirement Board and are then submitted to the PERAC Actuary for verification prior to payment. All expenses incurred by the System must be approved by at least two members of the Board.

The following retirement board members and employees are bonded by an authorized agent representing a company licensed to do business in Massachusetts as follows:

Treasurer - Custodian:)	MACRS policy:
Ex officio Member:)	
Elected Members:)	\$ 1,000,000 Fidelity Bond
Appointed Members:)	\$ 50,000,000 Fiduciary Liability
Staff Employee:)	

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

NOTE 5 - ACTUARIAL VALUATION AND ASSUMPTIONS

The most recent actuarial valuation of the System was prepared by Buck Consultants as of January 1, 2005.

The actuarial liability for active members was	\$286,992,209
The actuarial liability for retired members was	248,763,665
The total actuarial liability was	535,755,874
System assets as of that date were	334,319,614
The unfunded actuarial liability was	\$201,436,260
The ratio of system's assets to total actuarial liability was	62.4%
As of that date the total covered employee payroll was	\$134,953,427

The normal cost for employees on that date was

8.10% of payroll

The normal cost for the employer was

5.50% of payroll

The principal actuarial assumptions used in the valuation are as follows:

Investment Return: 8.50% per annum Rate of Salary Increase: 5.50% per annum

GASB STATEMENT NO. 25, DISCLOSURE INFORMATION AS OF JANUARY 1, 2005

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Cov. Payroll ((b-a)/c)	
1/1/2005	\$334,319,614	\$535,755,874	\$201,436,260	62.4%	\$134,953,427	149.3%	
1/1/2003	\$291,903,656	\$440,692,634	\$148,788,978	66.2%	\$122,142,724	121.8%	
1/1/2001	\$275,463,114	\$373,562,277	\$98,099,163	73.7%	\$121,345,005	80.8%	
1/1/1999	\$226,836,196	\$311,255,734	\$84,419,538	72.9%	\$95,169,522	88.7%	

NOTES TO FINANCIAL STATEMENTS (Continued)

FOR THE THREE-YEAR PERIOD ENDING DECEMBER 31, 2004

NOTE 6 - MEMBERSHIP EXHIBIT

Retirement in Past Years	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004
Superannuation	62	62	73	92	64	94	90	62	123	120
Ordinary Disability	0	1	1	2	0	0	1	2	1	3
Accidental Disability	3	2	1	6	4	4	10	7	12	10
Total Retirements	65	65	75	100	68	98	101	71	136	133
I										
Total Retirees, Beneficiaries and Survivors	1,527	1,550	1,548	1,582	1,566	1,592	1,628	1,781	1,822	1,860
Total Active Members	3,920	3,748	3,519	3,738	3,969	4,209	4,354	4,141	4,220	4,213
Pension Payments										
Superannuation	\$7,115,579	\$7,487,694	\$7,925,148	\$8,249,134	\$9,047,659	\$9,840,774	\$11,074,164	\$12,504,468	\$14,351,867	\$16,228,237
Survivor/Beneficiary Payments	429,817	439,294	360,902	728,671	715,715	730,722	728,093	463,787	1,300,669	1,309,579
Ordinary Disability	368,452	381,484	429,371	429,222	411,896	410,432	419,165	432,049	355,833	338,053
Accidental Disability	2,262,154	2,317,933	2,531,430	2,713,348	2,653,856	2,887,092	3,124,821	3,319,834	3,570,789	4,002,682
Other	1,183,207	1,290,952	1,292,432	1,338,903	1,418,146	1,516,552	856,508	962,631	1,899,378	2,904,172
Total Payments for Year	\$11,359,209	\$11,917,357	\$12,539,283	\$13,459,278	\$14,247,272	\$15,385,572	\$16,202,751	\$17,682,769	\$21,478,536	\$24,782,723

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